

Nominations Committee

Terms of Reference

August 2021

1. TITLE

The name of the Committee shall be the 'Triathlon Australia Nominations Committee' (***Nominations Committee***).

2. ESTABLISHMENT

The Nominations Committee was established under Rule 35 of the Constitution and continues in operation until the Board determines otherwise.

The Board shall review and endorse the content of these Terms of Reference on an annual basis after each AGM and by no later than 31 December in each year.

Capitalised terms used in these Terms of Reference bear the meanings given to those terms in the Constitution unless they are defined in these Terms of Reference or the context requires otherwise.

3. PURPOSE

The purpose of the Nominations Committee is to assess and recommend appropriate candidates for election or appointment as Directors to ensure that the Board is comprised of Directors with a variety of skills and experience who will be able to discharge their duties and responsibilities as Directors in the best interests of Triathlon Australia and the sport of Triathlon as a whole.

4. MEMBERSHIP

- (a) **Number** – The Nominations Committee shall comprise minimum three members appointed by the Board, giving consideration to gender representation.
- (b) **Appointment** – The members of the Nominations Committee shall be appointed by the Board on an annual basis after each AGM in accordance with any criteria determined by the Board, provided that the Nominations Committee must comprise:
 - a Director;
 - a STTA President nominated by the STTAs; and
 - a person who is independent of any role or function within Triathlon Australia or any STTA but who has the requisite experience and expertise to make a valuable contribution to the Nominations Committee, such as a representative of Sport Australia or the Australian Institute of Sport.
- (c) **Limitations** – A member of the Nominations Committee cannot themselves be a candidate for a Director position. Members of the Nominations Committee must declare any conflict of interest before the commencement of any meeting.
- (d) **Chair** – The Chair of the Nominations Committee shall be the Director appointed by the Board to the Nominations Committee.
- (e) **Executive Support** – Executive support to the Nominations Committee will be provided by a current Triathlon Australia staff member.
- (f) **Terms** – The term of appointment of each member of the Nominations Committee shall expire on 31 December in each year, however, each member is eligible for re-appointment by the Board.

5. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Nominations Committee shall be:

- i) to establish the process and timelines that will apply to the assessment of candidates for the positions of Elected Director and Appointed Director (including for casual vacancies) in alignment with the Constitution and Triathlon Australia's *Corporations Act 2001* (Cth) obligations;
- ii) to review candidate applications, conduct candidate interviews and conduct reference and background checks (as necessary);
- iii) to assess candidates and their applications by applying the Board Skills Matrix (defined below) and by having regard to the desire to achieve diversity and gender equity amongst the membership of the Board (in accordance with Rule 27(b) of the Constitution);
- iv) to determine appropriate candidates for election or appointment to the Board based on an assessment of their skills and experience and of the skills and experience required by the Board;
- v) to prepare a candidate review report to be presented to the STTAs (in respect of Elected Director candidates) or to the Board (in respect of Appointed Director candidates) that summarises:
 - a. the process undertaken by the Nominations Committee;
 - b. the Nominations Committees assessment of candidates for the positions of Elected Director or Appointed Director; and
 - c. the Nominations Committee's recommendations on appropriate candidates for election as Elected Directors at the AGM or appointment as Appointed Directors.

The Nominations Committee is not responsible for:

- vi) developing the Board's skills matrix (**Board Skills Matrix**). This is prepared annually by the Board and assesses the mix of skills, experience, expertise, diversity (including geographic diversity) and personal attributes of current Directors and identifies the future requirements of the Board – the Board as a whole will be responsible for developing and updating the Board Skills Matrix, in respect of Elected Directors, prior to each AGM and, in respect of Appointed Directors, after each AGM; or
- vii) developing or managing the candidate information or initial nomination process for candidates. The Board will direct the Company Secretary to:
 - a. advertise for Directors;
 - b. issue an appropriate information package that identifies the skills profile for each vacancy (based on the Board Skills Matrix), details the responsibilities and expectations of Directors in the form of a position description and highlights the personal attributes that candidates should possess;
 - c. receive and acknowledge the receipt of candidate applications; and
 - d. be the designated point of contact for any questions that candidates might have in relation to the process or their eligibility to participate in the process.

The Nominations Committee shall review these Terms of Reference at least annually and make recommendations to the Board on any suggested amendments.

6. MEETINGS

- (a) **Frequency** – The Nominations Committee will meet as often as is necessary to fulfill its duties and responsibilities.

- (b) **Quorum** – A quorum for Nominations Committee meetings shall be constituted by the presence of a majority of members of the Nominations Committee.
- (c) **Minutes** – The minutes of Nominations Committee meetings must be prepared by the Triathlon Australia staff member who is providing executive support to the Nominations Committee.
- (d) **Procedures** – Except to the extent provided otherwise in these Terms of Reference, in accordance with Rule 35.5 of the Constitution, the procedures that apply to meetings of the Board under Rule 32 of the Constitution shall apply to meetings of the Nominations Committee, including with respect to notices of meetings, the use of technology for meetings and decision making (being by majority).